

RECORDATION NO. 5748-1
FILING 1426

EXECUTED IN 9 COUNTERPARTS
OF WHICH THIS IS NO. 9

MAR 19 1982 - 2 52 PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT

Dated as of September 1, 1981

Between

CAVAN EQUIPMENT COMPANY

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

SUPPLEMENTING

LEASE OF RAILROAD EQUIPMENT

Dated as of May 15, 1970

Between

CAVAN EQUIPMENT CORPORATION

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

FIRST AMENDMENT, dated as of September 1, 1981, between CAVAN EQUIPMENT COMPANY, a New York limited partnership (hereinafter called the Partnership), assignee of Cavan Equipment Corporation, a New York Corporation (hereinafter called the Corporation), and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O).

WITNESSETH:

WHEREAS, the Corporation, as lessor, entered into a certain Lease of Railroad Equipment, dated as of May 15, 1970 (hereinafter called the Lease), with C&O, as lessee, covering 55 cupola type cabooses, as set forth in Schedule A thereto (hereinafter called the Cabooses); and

WHEREAS, the Corporation assigned its interest in the Lease to the Partnership pursuant to a certain Assignment dated as of May 15, 1970; and

WHEREAS, C&O now desires to effect a change of identifying road numbers of 53 of the Cabooses, as permitted in Section 4 of the Lease and in compliance with the provisions thereof, and the Partnership hereby consents thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule A to the Lease is hereby amended by changing the road numbers of 53 of the Cabooses as follows:

OLD NUMBERS (Series)

3260 - 3272
3275 - 3314
(both inclusive)

NEW NUMBERS (Series)

903260 - 903272
903275 - 903314
(both inclusive)

(2) C&O, at its expense, will promptly cause this First Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Lease shall remain unaltered and in full force and effect.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed as of the date first above written.

Attest:

CAVAN EQUIPMENT COMPANY

Ernest J. Hazfield By *William J. Parker*
(Title) Secretary A General Partner

[Corporate Seal]

Attest:

THE CHESAPEAKE AND OHIO RAILWAY
COMPANY

Patricia J. Kennedy By *X. C. Smith*
Secretary Assistant Vice President
and Treasurer

APPROVED AS TO FORM

Louis Reiser
ATTORNEY

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this ^{f2} 1st day of March, 1981, before me personally appeared *William*
Condem, to me known who, being by me duly sworn, says that he is one
of the General Partners of CAVAN EQUIPMENT COMPANY; that said instru-
ment was signed on behalf of said partnership, CAVAN EQUIPMENT COMPANY,
pursuant to due authority; and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said partnership.

Joyce E. Allen

Notary Public

[Notarial Seal]

My Commission expires:

JOYCE E. ALLEN
Notary Public, State of New York
No. 36003103
Qualified in New York County
Commission Expires March 20, 1982 f2

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 30TH day of NOVEMBER, 1981, before me personally appeared L. C.
Roig, Jr., to me personally known who, being by me duly sworn, says that he is
Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO
RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument
is the corporate seal of said company; that said instrument was signed and sealed
on behalf of said company by authority of its Board of Directors; and he
acknowledged that the execution of the foregoing instrument was the free act
and deed of said company.

Clara Masuga

CLARA MASUGA
Notary Public
Cuyahoga County, Ohio
My Commission Expires
April 21, 1984

[Notarial Seal]